

**First Union Rail Corporation**

One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, Illinois 60018-4214  
847 318-7575  
Fax 847 318-7588

VIA FEDERAL EXPRESS



April 19, 1999

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

RECORDATION NO. 22141 FILED

APR 20 '99 11-00AM

**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated March 29, 1999, a primary document as defined in the Board's Rules for the Recordation of Documents. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Massachusetts Central Railroad Corp.  
One Wilbraham Street  
Palmer, MA 01069-9650

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A, as attached to such Memorandum.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

A handwritten signature in cursive script that reads "Tiffany Chase".

Tiffany Chase  
Manager of Documentation

Enclosures

(MCER007)

ASSIGN: MCER007

RECORDATION NO. 22141 FILED

MEMORANDUM OF LEASE

APR 20 '99

11-00AM

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 29<sup>th</sup> day of March, 1999, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Massachusetts Central Railroad Corp. ("Lessee").

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Master Lease Agreement (the "Lease"), dated as of July 30, 1996, as assigned to Lessor on March 5, 1999, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to the Lease, as described in more particular on Exhibit A attached hereto, effective as of the dates set forth above and subject to the terms, conditions and provisions of the above-mentioned Lease.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: [Signature]  
Name: W. Chase  
Title: Manager of Documentation

By: [Signature]  
Name: JOHN J. THOMAS  
Title: PRESIDENT

Executed on this 29<sup>th</sup> day of March, 1999.

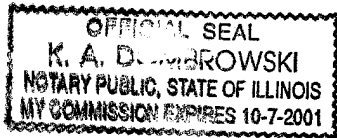
[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, K. A. DOMBROWSKI, a Notary Public of the County and State  
aforesaid, certify that JOHN J. THOMAS personally appeared before me this day and  
acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 29th day of March, 1999.



K. A. Dombrowski  
Notary Public

My Commission Expires:

10-7-2001  
(Notary Public)

LESSEE:

MASSACHUSETTS CENTRAL RAILROAD CORP.

ATTEST:

By: Kathleen M. Parmenter  
Name: KATHLEEN M. PARMENTER  
Title: Clerk

By: A. J. Hoeggen  
Name: GARY A. HOEGGEN  
Title: VP/CEO

Executed on this 23 day of March, 1999.

[CORPORATE SEAL]

STATE OF Massachusetts

COUNTY OF Hampden

I, Anna N. Case, a Notary Public of the County and State aforesaid, certify that Gary A. Hoeggen personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 23 day of March, 1999.

Anna N. Case  
Notary Public

My Commission Expires:

ANNA CASE  
(Notary Public)

My Commission Expires May 10, 2002

**EXHIBIT A**  
to  
**MEMORANDUM OF LEASE**

NUMBER OF CARS:           One hundred (100)

DESCRIPTION OF CARS:   1979-1980 ACF and Pullman Standard-built,  
                                 89'4" TOFC/COFC Flatcars

NUMBERS:                 MCER4000 – MCER 4099, inclusive